



## ANNUAL REPORT 2009-2010

## BOARD OF DIRECTORS

Shri Abhey Kumar Oswal - Chairman  
Shri Anil Bhalla - Director  
Shri Bhola Nath Gupta - Director  
Shri Sunil Kumar Kulshrestha - Director

## COMPANY SECRETARY

Shri R P Jolly

## AUDITORS

T.R. Chadha & Company  
Chartered Accountants  
New Delhi

## BANKERS

The Royal Bank of Scotland N.V.  
HDFC Bank  
STATE Bank of India

## REGISTERED OFFICE

Near Jain Colony, Vijay Inder Nagar,  
Daba Road, Ludhiana - 141 003  
(Punjab)

## WORKS

Mandideep (Bhopal)

## REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.  
D-153/A, Okhla Industrial Area, Phase-I  
New Delhi-110020  
Ph: + 91 11 26812682, 26812683  
Fax: + 91 11 26292681

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## NOTICE OF THE MEETING

Notice is hereby given that the 30th Annual General Meeting of the Company will be held on 30th September, 2010 at 11.30 A.M. at the Registered Office of the Company at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana -141003 (Punjab), to transact the following Business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and Profit & Loss Account of the Company for the year ended on 31st March, 2010 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bhola Nath Gupta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s T.R. Chadha & Company, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
 "RESOLVED THAT the Board of Directors be and is hereby authorized, pursuant to section 293(1) (e) of the Companies Act, 1956 and other applicable provisions of law, to contribute at its discretion from time to time in any financial year by way of donations/ charities, not directly related to the business of the Company or to the welfare of its employees, up to a total amount of Rs. 50 lacs (Rupees Fifty Lacs only) or such amount as may be permissible under the said section of the Companies Act, 1956, whichever is greater.  
 RESOLVED FURTHER THAT charitable contributions made upto Rs.1 Lac mentioned in the Balance Sheet as at 31.03.2010, be and are hereby approved, confirmed and ratified".

By Order of the Board  
For OSWAL AGRO MILLS LIMITED

Place : New Delhi  
Date : 12.08.2010

R.P. Jolly  
Company Secretary

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item no. 4 is enclosed herewith and forms part of this notice.
3. Corporate members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2010 to 30th September, 2010 (both days inclusive).
6. The Members are requested to:
  - (a) Take the advantage of dematerialization of shares as Company's scrip has been put under compulsory dematerialization. Shareholders are requested to get in touch with any Depository Participant for getting the shares dematerialized.
  - (b) Bring their copy of Annual Report at the Annual General Meeting.
7. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.
8. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on all working days except Sundays and other holidays up to the date of the Annual General Meeting.
9. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their client ID Number and their DP ID Number.
10. Members may please note that no gifts/gift coupons shall be distributed at the venue of the Annual General Meeting.

### INFORMATION REQUIRED TO BE FURNISHED IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGES

#### Brief Resume of the person to be appointed/re-appointed as Director:

1. Shri Bhola Nath Gupta is 60 years of age. He was appointed on the Board of the company w. e.f. 14th May, 2004. He is a qualified engineer and MBA also in the field of finance from the Punjab University. He has good knowledge in the field of finance. He has 35 years of experience in the field of commercial and general administration also. He is a member of Audit Committee, Investor Grievance Committee and Share Transfer Committee in your Company.

### EXPLANATORY STATEMENTS PRUSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEM NO. 4 OF THE ACCOMPANYING NOTICE IS AS UNDER:

4. The Company has been receiving a number of applications and requests for contributions to charitable and other funds, which are scrutinized and responded depending on their merit. As a gesture of munificence, the Company has to make donations to Charitable Institutions which, in a financial year, are likely to exceed the limit specified in section 293(1)(e) of the Companies Act, 1956, that is to say Rs.50,000 or 5% of the average net profits as determined in accordance with sections 349 and 350 of the Companies Act, 1956, during the three financial years immediately preceding, whichever is greater.  
 Your company has made charitable contribution during the financial year 2009-10 aggregating to Rs.1 Lac. Your directors recommend that the same may be confirmed.  
 Section 293(1)(e) permits such subscription in excess of above said limits, if shareholders approve. Hence your Board seeks the approval of the Members of this resolution.  
 No Director is concerned or interested either directly or indirectly in this resolution.

By Order of the Board  
For OSWAL AGRO MILLS LIMITED

Place : New Delhi  
Date : 12.08.2010

R.P. Jolly  
Company Secretary

## DIRECTORS' REPORT

To,

The Members,

Oswal Agro Mills Limited

Your Directors have pleasure in presenting the 30th Annual Report along with the Audited Statement of Accounts of the Company for the Financial Year Ended 31st March, 2010.

### FINANCIAL HIGHLIGHTS

|  | (Rs. in Lacs)               |
|--|-----------------------------|
|  | Current Year<br>31.03.2010  |
|  | Previous Year<br>31.03.2009 |
| Operating & other Income                                   | 804                         |
| Profit/(Loss) before Depreciation & Provision for taxation | 163                         |
| Less : Depreciation  | 12                          |
| : Provision for Tax  | 24                          |
| : FBT  | 2                           |
| : Deferred Tax   | -                           |
| Profit/ (Loss) after Depreciation & Tax                    | 125                         |
| Add : Balance brought forward from Previous year           | (2558)                      |
| Balance carried to Balance Sheet                           | (2434)                      |
|  | (2558)                      |

### REVIEW OF OPERATIONS AND FUTURE OUTLOOK

During the year under review, the gross income of the company was Rs.163 lacs before tax and net profit after tax was Rs 125 Lacs as compared to a loss of Rs.1328 Lacs of previous year. The general economic condition of the Real Estate Sector in India is yet to recover fully, therefore, the company is adopting a cautious approach towards the real estate sector. During the year, the company has earned income from interest of Rs.732 Lacs and no activities in Real Estate Sector were undertaken. The future outlook looks bright as the real estate sector is also showing signs of recovery. The company has also acquired marketing and distribution rights of PT Garda Tujuh Buana Tbk, Indonesia through its subsidiary company Oswal Overseas Ltd. The international demand for coal is showing an increasing trend and the company will maximise the gains by supplying the coal produced by the Indonesian company in the international market.

### DIVIDEND

With a view to conserve the resources for the business plans of the Company to develop real estate, the directors do not recommend any dividend for the year.

### PUBLIC DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975.

### MATERIAL CHANGES

There are no material changes affecting the affairs of the Company since the date of Balance Sheet and up to the date of this Report.

### AUDITORS' REPORT

The Auditors' report on audited accounts for the year 2009-2010 contains qualifications regarding non-accounting for the fluctuation in the exchange rate on interest free export advance received, non accounting of interest income on loans given to certain enterprises under an arbitration award and non confirmation/ reconciliation of certain balances and shareholders approval for making donations as per section 293 (1) (e) of the Companies Act, 1956.

The Management is of the view that necessary adjustment for exchange rate fluctuations will be made as and when litigation is finalized. Interest on loans given to certain enterprises has not been accounted for as the recovery thereof is uncertain due to losses incurred by the borrowers. The reconciliation with certain parties and their confirmation is in process. The shareholders approval for making donations is being sought in the ensuing Annual General Meeting of the Company.

### AUDITORS

M/s T. R. Chadha & Co., Chartered Accountants, Statutory Auditors of the Company holds office until the conclusion of the ensuing Annual General Meeting. The Company has received letter from them to the effect that their appointment, if made, would be within the limits prescribed U/s 224(1B) of the Companies Act, 1956. M/s T. R. Chadha & Co., Chartered Accountants, are required to be reappointed as Statutory Auditors of the Company at the ensuing Annual General Meeting. The Audit Committee has also recommended their appointment.

### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Bhola Nath Gupta, Director of the Company will retire at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. Your directors recommend his re-appointment.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 217 (2AA) of the Companies Act, 1956, your Directors state:

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed by the Company.
- ii) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2010 and of the profit of the Company for the year ended 31st March, 2010.
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) that the annual accounts have been prepared on going concern basis.

## **AUDIT COMMITTEE**

The audit committee has met and reviewed the financial statements for the financial year ended 31.03.2010 and has not given any adverse observations. It has also recommended the re-appointment of M/s T.R. Chadha & Company, Chartered Accountants as statutory auditors of the Company.

## **CORPORATE GOVERNANCE**

As per clause 49 of the listing agreement with Stock Exchange(s), Corporate Governance Report and Management Discussion & Analysis Reports are annexed as Annexure-I and Annexure-II.

## **PARTICULARS OF EMPLOYEES**

There was no employee receiving remuneration during the year in excess of limits prescribed u/s 217 (2A) of the Companies Act, 1956, and the relevant rules made there under.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

The particulars of conservation of Energy and Technology absorption as per Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable as the Company's plants were not in operation during the year. During the year under review, the foreign exchange earnings of the Company was NIL (Previous years -NIL) and foreign outgo of the Company was nil (Previous year nil)

## **SUBSIDIARY COMPANY**

The Company has a wholly owned subsidiary company named 'Oswal Overseas Ltd.', in UAE for pursuing various international projects. During the year Oswal Overseas Ltd. has entered into an agreement with PT Garda Tujuh Buana Tbk, a company registered and listed under the laws of Republic of Indonesia for acquiring sole marketing and distribution rights for the coal produced by the Indonesian Company.

The company has promoted a wholly owned subsidiary company in the month of April 2010 named "CHEMBUR TOWNSHIP PRIVATE LIMITED" in India for pursuing the real estate projects.

## **EMPLOYEE RELATIONS**

The industrial relations continued to be cordial and harmonious. Your Directors wish to place on record the appreciation for the devoted services rendered by the workers, staff and executives of the Company at all levels who have contributed to the efficient and successful management of the Company.

## **LISTING**

Your Company's equity shares are listed on following Stock Exchanges- National Stock Exchange of India Ltd. (NSE), Bombay Stock Exchange Ltd. (BSE), Delhi Stock Exchange Ltd, Calcutta Stock Exchange Association Ltd., Ahmedabad Stock Exchange Ltd., The Ludhiana Stock Exchange Ltd., The U.P. Stock Exchange Association Ltd. And Madras Stock Exchange Ltd . As on date the shares of the Company are not traded in any of the Stock Exchanges. Whereas the securities of the Company has been suspended from National Stock Exchange & Bombay Stock Exchange respectively. The Company's request for allowing the trading of the shares is pending with both of these exchanges.

## **ACKNOWLEDGEMENT**

Your directors take this opportunity to thank and deeply acknowledge the Co-operation, assistance and support extended by various Government Departments, Banks and Shareholders.

Place : New Delhi

Date : 12.08.2010

For and on behalf of the Board

**ABHEY KUMAR OSWAL**

CHAIRMAN

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes that the Code prescribes only a minimum framework for governance of a business in corporate framework. The Company's philosophy is to develop this desired minimum framework and institutionalize the spirit it entails. This will lay the foundation for further development of superior governance practices, which are vital for growing a successful business. The Company recognizes that transparency, disclosure, financial controls and accountability are the pillars of any good system of corporate governance.

### 2. BOARD OF DIRECTORS

#### a) Composition

At present there are 4 Directors on the Board of the Company and the composition of the Board is in consonance with clause 49 of the Listing Agreement. The Company has non-executive Chairman, non-executive independent director and two non-executive non-independent directors. None of the directors on the Company's Board is a member of more than 10 committees and chairman of more than 5 committees across all the companies in which they are director. All the directors have made necessary disclosures regarding committee positions held by them in other companies. Further, none of the directors on the Board of the Company holds office of directorship in more than 15 companies. The required information as enumerated in Annexure 1A of Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at the Board meetings.

#### b) Category of Directors and Attendance of each Director at the Board Meetings and at the last Annual General Meeting

The Composition of the Board, attendance of each of the Directors at the Board Meeting held during the financial year ended 31st March, 2010 and at the last Annual General Meeting is as under:-

| Name of Director and their DIN No.       | Designation | Category                      | No. of Meetings held | No. of Board Meetings Attended | No. of Directorships of other Companies | No. of Memberships of other Companies |           | Attendance at the Last AGM |
|--|-------------|-------------------------------|----------------------|--------------------------------|---|---------------------------------------|-----------|----------------------------|
|  |             |                               |                      |                                |   | As Chairman                           | As Member |                            |
| Sh. Abhey Kumar Oswal<br>00589130        | Chairman    | Non-Executive Non Independent | 7                    | 5                              | 1                                       | Nil                                   | 4         | No                         |
| Sh. Anil Bhalla<br>00587533              | Director    | Non-Executive Non Independent | 7                    | 6                              | 2                                       | Nil                                   | 4         | No                         |
| Sh. Bhola Nath Gupta<br>00562338         | Director    | Non-Executive Independent     | 7                    | 7                              | Nil                                     | Nil                                   | 3         | Yes                        |
| Sh. Sunil Kumar Kulshrestha*<br>01070854 | Director    | Non-Executive Independent     | 7                    | 2                              | 2                                       | Nil                                   | 1         | No                         |
| Sh. R.K.Srivastava**<br>01835041         | Director    | Non-Executive Independent     | 7                    | 2                              | Nil                                     | Nil                                   | 1         | No                         |

\* Appointed w.e.f. 1st July 2009

\*\* Resigned w.e.f. 1st July 2009

#### d) Number of Board Meetings held and the dates of the Board Meetings

During the year under review seven Board meetings were held on 28/04/2009, 29/06/2009, 31/07/2009, 31/10/2009, 16/11/2009, 30/01/2010 and 18/03/2010. The maximum time gap between two consecutive Board meetings was not more than four calendar months.

#### e) Board's Procedures

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisitions of material nature of assets, mortgages, guarantees, donations etc. are regularly placed before the Board. This is in addition to information with regard to actual operations, major litigation feed back reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings.

#### COMMITTEES OF THE BOARD

Oswal Agro Mills Limited has the following Committees of its Directors for the compliance with various Corporate Governance requirements:

- 1) Audit Committee;
- 2) Investor Grievance Committee / Share Transfer Committee;

### 3. AUDIT COMMITTEE

#### (a) Terms of Reference

The term of reference of the Audit Committee covers the areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 besides other terms as may be referred by the Board of Directors.



**(b) Composition, Names of Members and Chairman**

The Audit Committee consists of 3 Non-Executive Directors viz. Shri Abhey Kumar Oswal, Shri Bhola Nath Gupta and Shri Sunil Kumar Kulshrestha and majority of the members of Audit Committee are independent directors.

All the members of the Audit Committee are highly knowledgeable in the Corporate, Finance, Accounts and Company Law matters. The Statutory Auditors are invited at the Audit Committee meetings of the Company whenever required by the Committee. The Company Secretary acts as the Secretary of the Committee.

**(c) Meetings and attendance during the year**

The Audit Committee met five times during the year on 28/04/2009, 29/06/2009, 31/07/2009, 31/10/2009 and 30/01/2010. The name of Members and their attendance at the Audit Committee Meeting is as under:

| Members                      | Category                      | Meetings Held | Meetings Attended |
|------------------------------|-------------------------------|---------------|-------------------|
| Sh. Abhey Kumar Oswal        | Non-Executive Non Independent | 5             | 3                 |
| Sh. Bhola Nath Gupta         | Non-Executive Independent     | 5             | 5                 |
| Sh. Sunil Kumar Kulshrestha* | Non-Executive Independent     | 5             | 3                 |
| Sh. R. K. Srivastava**       | Non-Executive Independent     | 5             | 2                 |

\*Appointed w.e.f 1st July 2009

\*\* Resigned w.e.f.1st July 2009

**4. REMUNERATION COMMITTEE**

At present the Company has no whole time director and the Non-Executive directors are not paid any remuneration, as such, the Remuneration Committee has not been formed. The Board shall constitute Remuneration Committee as and when the need arises.

**5. SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE**

**(a) Terms of Reference**

The terms of reference of the Shareholders/Investors' Grievance Committee is to look in to the redressal of shareholders and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends and dematerialisation of shares and other related matters.

**(b) Composition and names of members**

As on 31st March, 2010, the Shareholders/Investors' Grievance Committee consists of 3 Non-Executive directors viz. Shri. Abhey Kumar Oswal, Shri Anil Bhalla and Shri Bhola Nath Gupta.

**(c) Attendance during the year**

The Shareholders/Investors Grievance Committee met twice during the year on 31/07/2009 and 18/03/2010. The names of Members and their attendance at the Committee meeting is as under:

| Members               | Category                      | Meetings Held | Meetings Attended |
|-----------------------|-------------------------------|---------------|-------------------|
| Sh. Abhey Kumar Oswal | Non-Executive Non Independent | 2             | 1                 |
| Sh. Anil Bhalla       | Non-Executive Non independent | 2             | 2                 |
| Sh. Bhola Nath Gupta  | Non-Executive Independent     | 2             | 2                 |

**(d) Details of Complaints**

The Company has received 36 complaints during the year-ended 31.03.2010, out of which 34 complaints have been resolved till 31.03.2010 and 2 complaints were resolved in the month of April and May, 2010.

**6. GENERAL BODY MEETINGS**

The last three Annual General Meetings were held as under:

| S.No. | Financial Year | Location  | Date       | Time      | Special Resolutions Passed |
|-------|----------------|---|------------|-----------|----------------------------|
| 1.    | 2008-09        | Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141 003 Punjab | 30.09.2009 | 12.30P.M. | Nil                        |
| 2.    | 2007-08        | Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141 003 Punjab | 29.09.2008 | 11.30A.M. | Nil                        |
| 3.    | 2006-07        | Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141 003 Punjab | 29.09.2007 | 12.30P.M. | Nil                        |

7. Neither any Extra-Ordinary General Meeting was held nor any resolution was passed through Postal Ballot during the year under review.

**8. DISCLOSURES**

- None of the transaction with any of related parties was in conflict with the interest of the Company. Attention of Members is drawn to the disclosure of transactions with the related parties set out in the Notes on Account-Schedule, forming part of Annual Report.
- During the last three years the company has not made any non compliance, no penalties were levied, no structure imposed on the company by the Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets. However, the trading in shares of the Company was suspended by NSE and by BSE.

- c) The Company has not adopted a Whistle Blower Policy. However, no person of the Company has been denied access to the Audit Committee.
- d) The Company has complied with all the Mandatory requirements of Clause 49 of the Listing Agreement with Stock Exchanges on Corporate Governance. As regards the Non-mandatory requirements, the Company will endeavor to implement them to the extent possible.
- e) The Company has complied with all applicable accounting standards except certain departure, which are explained in note no. 4 to notes to the Accounts -Schedule XVIII forming part of Balance Sheet.
- f) The Company has a Wholly Owned Subsidiary company named 'Oswal Overseas Ltd., in UAE for pursuing various international projects.

#### 9. CHAIRMAN'S CERTIFICATE

Since the company does not have a Whole time Director and CFO, the Chairman of the Company has furnished the requisite certificate to the Board of Directors under revised clause 49 of the Listing Agreement.

#### 10. CODE OF CONDUCT

The Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code on annual basis.

#### 11. BRIEF RESUME OF DIRECTOR (S) TO BE APPOINTED/RE-APPOINTED

Details of the Director(s) seeking Appointment/Reappointment in the forthcoming Annual General Meeting pursuant to Clause -49 of the Listing Agreement, is given in the notes to the notice of the forthcoming Annual General Meeting.

#### 12. MEANS OF COMMUNICATION

The Quarterly Financial Results of the Company are published in newspapers in terms of Clause 41 of the Listing Agreement. The quarterly financial results are generally published in Ajit (Punjabi Edition) and The Pioneer (English Edition).

#### 13. General Shareholders Information

Annual General Meeting is propose to be held

|                   |  |
|-------------------|--|
| Date              | : 30 <sup>th</sup> September, 2010   |
| Day               | : Thursday   |
| Venue             | : Near Jain Colony, Vijay inder Nagar,<br>Daba Road, Ludhiana -141003 (Punjab)                           |
| Book Closure Date | : 24 <sup>th</sup> September, 2010 to 30 <sup>th</sup> September, 2010 (both days Inclusive)             |
| Dividend Payment  | : The directors have not proposed any dividend for the financial year ended 31 <sup>st</sup> March 2010. |

#### 14. (a) FINANCIAL CALENDAR

Un-audited Financial Results

| For the quarter ended       | Tentative Dates                             |
|-----------------------------|---|
| 30.06.2010                  | 2nd Week of Aug, 2010                       |
| 30.09.2010                  | 2nd Week of Nov, 2010                       |
| 31.12.2010                  | 2nd Week of Feb, 2011                       |
| 31.03.2011                  | 2nd Week of May, 2011/4th Week of May 2011. |
| Next Annual General Meeting | Last week of September 2011                 |

#### b) Listing at Stock Exchanges

The shares of the Company are listed on the following Stock Exchanges:

| Stock Exchange                               | Scrip Code    |
|--|---------------|
| Bombay Stock Exchange Ltd.                   | 500317        |
| The Delhi Stock Exchange Ltd.                | 00037         |
| The U.P Stock Exchange Association Ltd.      | Not Available |
| The Calcutta Stock Exchange Association Ltd. | Not Available |
| Madras Stock Exchange Ltd.                   | Oswal Agro    |
| The Ludhiana Stock Exchange Ltd.             | Not Available |
| The Ahmedabad Stock Exchange Ltd.            | Not Available |
| The National Stock Exchange of India Ltd.    | Oswal Agro    |



The Annual Listing Fee for the year 2010-11 has been paid to The National Stock Exchange of India Limited and Bombay Stock Exchange Limited only, whereas the Listing Fees has not been paid of other Exchanges. In spite of our best efforts the Company's request for allowing the trading are still pending with the National Stock Exchange as well as Bombay Stock Exchange. Further the Company has approaching with the Delhi Stock Exchange also in the matter of trading of its equity share with them because the Delhi Stock Exchange is also starting the trading in shares of all Listed Companies under the Amnesty Scheme in due course of time.

**c) Stock Market Price**

Shares of the Company is not trading in any of the Stock Exchanges wherever this is listed, whereas the shares of Company has been suspended for trading by NSE and BSE, therefore, market price data is not available for the financial year 2009-2010.

**d) Distribution of Shareholding as on 31.03.2010**

| No. of Shares   | No. of Shares held | %             | No. of Shareholders | %             |
|-----------------|--------------------|---------------|---------------------|---------------|
| 1 - 500         | 27885298           | 20.77         | 230495              | 93.32         |
| 501 - 1000      | 7673643            | 5.72          | 10511               | 4.26          |
| 1001 - 2000     | 5286355            | 3.94          | 3767                | 1.53          |
| 2001 - 3000     | 2262904            | 1.69          | 917                 | 0.37          |
| 3001 - 4000     | 1359095            | 1.01          | 392                 | 0.16          |
| 4001 - 5000     | 1057192            | 0.79          | 231                 | 0.09          |
| 5001 - 10000    | 2596353            | 1.93          | 370                 | 0.15          |
| 10001 and above | 86113936           | 64.15         | 302                 | 0.12          |
| <b>TOTAL</b>    | <b>134234776</b>   | <b>100.00</b> | <b>246985</b>       | <b>100.00</b> |

**e) SHAREHOLDING PATTERN AS ON 31.03.2010**

| Category   | No. of Shares Held | % of Shareholding |
|--|--------------------|-------------------|
| A Promoters and Associates                       | 56033182           | 41.74             |
| B Banks, Financial Institutions and Mutual Funds | 3688304            | 2.75              |
| C Indian Public                                  | 73913059           | 55.06             |
| D NRI/OCB/FII's                                  | 600231             | 0.45              |
| <b>TOTAL</b>                                     | <b>134234776</b>   | <b>100.00</b>     |

**f) Registrar & Share Transfer Agent**

The Company has appointed M/s Skyline Financial Services Private Limited as Share Transfer Agent for maintaining all the work related to share registry in terms of both physical and electronic form. Shareholders can communicate with them for lodgment of transfer deeds and their queries at the following address:

M/s Skyline Financial Services Private Limited  
D-153/A, Okhla Industrial Area, Phase-I  
New Delhi-110020  
Ph: 26812682, 26812683, Fax: 26292681  
E-mail: viren@skylinerta.com  
Website: www.skylinerta.com

**g) Compliance Officer**

Shri R P Jolly  
C/o M/s Oswal Agro Mills Limited,  
7th Floor, Antriksh Bhawan,  
22, Kasturba Gandhi Marg,  
New Delhi-110001

**h) Share Transfer System**

The Shares of the Company fall under the Category of compulsory demat form for all the investors. The Share Transfer requests received in physical form are registered within 30 days from the date of lodgment of shares and demat requests received from the Depository Participants are processed within 21 days from the date of receipt.

**i) Dematerialization of Shares**

Pursuant to the SEBI directive, to enable the shareholders to hold their shares in electronic form, the Company has listed its shares with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). Company has been allotted ISIN No. INE 142A01012. As on 31.03.2010 total 97559846 numbers of Equity Shares (72.68 % of capital) have been dematerialized.

**j) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on equity.**

The Company has not issued any GDRs / ADRs / Warrants or any other Convertible Instruments.

**k) Details of Public funding obtained in last three years**

The Company has not raised any Public funding in last three years.

**l) Plant Location**

Mandideep, Madhya Pradesh

**m) ADDRESS FOR CORRESPONDENCE**

M/s Oswal Agro Mills Ltd,

7th Floor, Antriksh Bhawan,

22, K.G. Marg,

New Delhi - 110001

Telephone No(s) - 011-23715242, 011-23737340, Fax No- 011- 23716276

For and on behalf of Board  
For OSWAL AGRO MILLS LIMITED

Place : New Delhi  
Date : 12.08.2010

ABHEY KUMAR OSWAL  
Chairman

**DECLARATION UNDER CLAUSE 49-1 (D) OF THE LISTING AGREEMENT BY THE CHAIRMAN**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, I Abhey Kumar Oswal, Chairman of Oswal Agro Mills Ltd, declare that all Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct during the Financial Year ended on 31<sup>st</sup> March, 2010.

Place: New Delhi  
Date: 12.08.2010

ABHEY KUMAR OSWAL  
CHAIRMAN

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF LISTING AGREEMENT**

To  
The Members  
Oswal Agro Mills Limited

I have reviewed the compliance of conditions of Corporate Governance by Oswal Agro Mills Limited for the year ended 31st March 2010, as stipulated in Clause 49 of the Listing Agreement, of the said Company with the Stock Exchanges in India. I have conducted my review on the basis of the relevant records and documents maintained by the Company for the year ended 31st March, 2010 and furnished to me for the purpose of the review and the information and explanations given to me by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My review was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of my review and according to the information and explanations given to me, the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements with the Stock Exchanges have been complied with in all respect by the Company except that the management has not given month wise stock market data as it was explained that Company's equity shares were not traded on any Stock Exchange during the period.

Place: Delhi  
Date: 12.08.2010

Anil Kumar Nandwani  
Company Secretary in practice  
C.P.No. 3107